

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

DESTINATION MATERNITY  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 19-12256 (BLS)  
)  
) (Jointly Administered)  
)

**NOTICE OF AGENDA FOR HEARING SCHEDULED FOR NOVEMBER 14, 2019, AT  
2:30 P.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE BRENDAN L.  
SHANNON AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT  
OF DELAWARE, LOCATED AT 824 NORTH MARKET STREET, 6TH FLOOR,  
COURTROOM NO. 1, WILMINGTON, DELAWARE 19801<sup>2</sup>**

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**CONTINUED MATTERS:**

1. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements, and (II) Granting Related Relief [D.I. 4, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. United States Trustee's Objection to the Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements, and (II) Granting Related Relief [D.I. 141, filed on November 4, 2019]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Destination Maternity Corporation (5573); DM Urban Renewal, LLC (N/A); and Mothers Work Canada, Inc. (4780). The location of the Debtors' principal place of business is 232 Strawbridge Drive, Moorestown, New Jersey 08057

<sup>2</sup> Any party who wishes to attend telephonically is required to make arrangements prior to the hearing through CourtCall by telephone (866-582-6878) or by facsimile (866-533-2946).

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- D. Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements, and (II) Granting Related Relief [D.I. 76, entered on October 22, 2019]
- E. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]

Status: This matter has been continued to a date to be determined only with respect to the Debtors' request to seal the creditor matrix.

- 2. Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, if Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 23, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors; to November 12, 2019 at 4:00 p.m. (ET) for Comcast Cable Communications Management and to November 13, 2019 at 4:00 p.m. (ET) for the Taubman Landlords, Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC and Westfield, LLC

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from the Official Committee of Unsecured Creditors
- C. Informal comments from various landlords, including the Taubman Landlords, Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC and Westfield, LLC

- D. Informal comments from Comcast Cable Communications Management
- E. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, and The Macerich Company to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, If Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 176, filed November 7, 2019]
- F. Limited Objection of Brookfield Property Reit, Inc., Gregory Greenfield & Associates, Ltd., Hines Global Reit, Inc., Jones Lang Lasalle Americas, Inc., Regency Centers, L.P., Site Centers Corp., and Turnberry Associates to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, if Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 187, filed on November 7, 2019]

Related Documents:

- G. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- H. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- I. Notice of Hearing [D.I. 84, filed on October 29, 2019]

Status: This matter has been adjourned to November 20, 2019 at 2:00 p.m. (ET).

**MATTERS UNDER CERTIFICATE OF NO OBJECTION/CERTIFICATION OF COUNSEL:**

- 3. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief [D.I. 6, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- B. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- C. Interim Order (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief [D.I. 79, entered on October 29, 2019]
- D. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- E. Certificate of No Objection [D.I. 198, filed on November 8, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

- 4. Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Requiring Utility Providers to Return Deposits for Utility Services no Longer in Use, and (V) Granting Related Relief [D.I. 7, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 at 4:00 p.m. (ET) for Haines Center – Florence, Duke Energy and Piedmont Natural Gas Company, Inc.

Responses Received:

- A. Informal response from Columbia Gas of Massachusetts
- B. Informal response from Tucson Electric Power Company
- C. Informal response from Central Georgia EMC
- D. Informal response from Rochester Gas and Electric
- E. Informal response from Duke Energy and Piedmont Natural Gas Company, Inc.
- F. Informal response from Northern Indiana Public Service Company
- G. Informal response from Florida Power & Light Company

- H. Informal response from BrightRidge
- I. Informal response from TXU Energy
- J. Objection of Certain Utility Companies to the Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Requiring Utility Providers to Return Deposits for Utility Services no Longer in Use, and (V) Granting Related Relief [D.I. 137, filed on November 1, 2019]
- K. Reservation of Rights by Haines Center - Florence, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Requiring Utility Providers to Return Deposits for Utility Services no Longer in Use, and (V) Granting Related Relief [D.I. 205, filed on November 8, 2019]

Related Documents:

- L. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- M. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- N. Interim Order (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Requiring Utility Providers to Return Deposits for Utility Services No Longer in Use, and (V) Granting Related Relief [D.I. 69, entered on October 22, 2019]
- O. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- P. Notice of Withdrawal of Objection of Certain Utility Companies to the Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Requiring Utility Providers to Return Deposits for Utility Services No Longer In Use, and (V) Granting Related Relief [D.I. 212, filed on November 11, 2019]

Q. Certification of Counsel [D.I. 221, filed on November 12, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

5. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [D.I. 9, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- B. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- C. Interim Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [D.I. 68, entered on October 22, 2019]
- D. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- E. Certificate of No Objection [D.I. 199, filed on November 8, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

6. Debtors' Motion for Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with respect to Common Stock and (II) Granting Related Relief [D.I. 15, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- B. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- C. Interim Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with respect to Common Stock and (II) Granting Related Relief [D.I. 75, entered on October 22, 2019]
- D. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- E. Certificate of No Objection [D.I. 200, filed on November 8, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

- 7. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Their Obligations under Insurance Policies Entered into Prepetition, (B) Continue to Pay Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Maintain, Renew, or Supplement the Customs Surety Bonds, and (E) Honor the Terms of the Financing Agreements and Pay Premiums Thereunder and (II) Granting Related Relief [D.I. 16, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal response from the Surety Parties

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- D. Interim Order (I) Authorizing the Debtors to (A) Pay Their Obligations under Insurance Policies Entered into Prepetition, (B) Continue to Pay Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Maintain, Renew or Supplement the Customs Surety Bonds, and (E) Honor the Terms of the

Financing Agreements and Pay Premiums Thereunder and (II) Granting Related Relief [D.I. 73, entered on October 22, 2019]

E. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]

F. Certification of Counsel [D.I. 201, filed on November 8, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

8. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Specified Trade Claims and (II) Granting Related Relief [D.I. 19, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- B. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- C. Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Specified Trade Claims and (II) Granting Related Relief [D.I. 70, entered on October 22, 2019]
- D. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- E. Certificate of No Objection [D.I. 202, filed on November 8, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief [D.I. 20, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended for the Office of the United States Trustee

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- D. Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief [D.I. 72, entered on October 22, 2019]
- E. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- F. Certificate of No Objection [D.I. 218, filed on November 12, 2019]

Status: The informal comment from the Office of the United States Trustee has been resolved. A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

- 10. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Business Forms and (II) Granting Related Relief [D.I. 21, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal response from JPMorgan Chase

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]

- D. Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Business Forms, and (II) Granting Related Relief [D.I. 74, entered on October 22, 2019]
- E. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- F. Certification of Counsel [D.I. 203, filed on November 8, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

- 11. Debtors' Motion for Entry of an Order (I) Extending Time to File (A) Schedules of Assets and Liabilities, (B) Schedules of Current Income and Expenditures, (C) Schedules of Executory Contracts and Unexpired Leases, and (D) Statements of Financial Affairs, and (II) Granting Related Relief [D.I. 22, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- D. Notice of Hearing [D.I. 83, filed on October 22, 2019]
- E. Certificate of No Objection [D.I. 204, filed on November 8, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

**MATTERS GOING FORWARD:**

12. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 31, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 for Certain Landlords

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from Various Landlords
- C. Limited Objection of Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates to Debtors' Motions for Final Orders Approving (A) Use of Cash Collateral, *et al.* and (B) Procedures for Store Closing Sales, *et al.* [D.I. 194, filed on November 8, 2019]
- D. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, and The Macerich Company to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, If Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 176, filed November 7, 2019]
- E. [SEALED] Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 209, filed on November 11, 2019]
- F. [SEALED] Declaration of Daniel Carr in Support of Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments

to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 214, filed on November 11, 2019]

Related Documents:

- G. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- H. Declaration of Robert J. Duffy in Support of Certain First Day Motions [D.I. 32, filed on October 21, 2019]
- I. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- J. Interim Order (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 71, entered on October 22, 2019]
- K. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- L. Declaration of Makenzie L. Shea in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 183, filed on November 7, 2019]

Status: This matter will go forward.

- 13. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 34, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 at 4:00 p.m. for Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, Westfield, LLC and Haines Center - Florence, LLC; and to November 11, 2019 at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors and the Brookfield Landlords (Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates)

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. The Texas Taxing Authorities' Objection to the Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 130, filed on October 31, 2019]
- C. Objection of Certain Texas Taxing Authorities to the Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 142, filed on November 4, 2019]
- D. Limited Objection of CBL & Associates Management, Inc. to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and, (IV) Granting Related Relief [D.I. 173, filed on November 7, 2019]
- E. Westchester Fire Insurance Company's Objection to the Debtors' Motion Relating to their use of Cash Collateral and the Bid Procedures [D.I. 180, filed on November 7, 2019]
- F. Limited Objection of Texas Taxing Authorities to Entry of Final Order on the Debtors' Motion Seeking Entry of Interim and Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 181, filed on November 7, 2019]
- G. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, the Forbes Company, and the Macerich Company to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection, (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 190, filed on November 8, 2019]
- H. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I.191, filed on November 8, 2019]

- I. Limited Objection of Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, and Westfield, LLC to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 192, filed on November 8, 2019]
- J. Joinder of the Taubman Landlords to Limited Objections of Certain Landlords to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 193, filed on November 8, 2019]
- K. Limited Objection of Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates to Debtors' Motions for Final Orders Approving (A) Use of Cash Collateral, *et al.* and (B) Procedures for Store Closing Sales, *et al.* [D.I. 194, filed on November 8, 2019]
- L. Limited Objection of KIR Pasadena L.P. And KIR Amarillo L.P. To Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing The Use of Cash Collateral And Affording Adequate Protection, (II) Modifying The Automatic Stay; (III) Scheduling A Final Hearing and (IV) Granting Related Relief [D.I. 195, filed on November 8, 2019]
- M. Limited Objection of Cafaro-Peachcreek Joint Venture Partnership dba Millcreek Mall, Meadowbrook Mall Company, dba Meadowbrook Mall and Spotsylvania Mall Company dba Spotsylvania Towne Centre To Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use Of Cash Collateral And Affording Adequate Protection, (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing And (IV) Granting Related Relief [D.I. 196, filed on November 8, 2019]
- N. Joinder of Simon Property Group, Inc. to Limited Objection of Landlords to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 197, filed on November 8, 2019]
- O. Response by Haines Center - Florence, LLC to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 206, filed on November 8, 2019]

Related Documents:

- P. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- Q. Declaration of Robert J. Duffy in Support of Certain First Day Motions [D.I. 32, filed on October 21, 2019]
- R. Declaration of Neil A. Augustine in Support of the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 35, filed on October 21, 2019]
- S. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- T. Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 77, entered on October 22, 2019]
- U. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]
- V. Debtors' Omnibus Reply to Objections to the Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 222, filed on November 12, 2019 at 4:00 p.m.]

Status: The informal comment at item 13.A and the formal objections at items 13.B, C and F have been resolved. This matter will go forward with respect to the remaining items.

- 14. Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 106, filed on October 25, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 11, 2019 at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal response from Landlords for Orland Park, IL; Milford, CT; Flowood, MS; San Antonio, TX; and Schaumburg, IL

- C. Landlord Palm Beach Outlets I, LLC's Limited Objection to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 170, filed on November 6, 2019]
- D. Landlord Hilldale Shopping Center LLC's Limited Objection to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 171, filed on November 6, 2019]
- E. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, and The Macerich Company to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 174, filed on November 7, 2019]
- F. Limited Objection of Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang Lasalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 178, filed on November 7, 2019]
- G. Westchester Fire Insurance Company's Objection to the Debtors' Motions Relating to their use of Cash Collateral and the Bid Procedures [D.I. 180, filed on November 7, 2019]
- H. Joinder of the Taubman Landlords to Limited Objection of Certain Landlords to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 182, filed on November 7, 2019]
- I. Joinder of Simon Property Group, Inc. to Limited Objection of Landlords to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof and (IV) Granting Related Relief [D.I. 184, filed on November 7, 2019]
- J. Limited Objection of Cafaro-Peachcreek Joint Venture Partnership, dba Millcreek Mall, Meadowbrook Mall Company, dba Meadowbrook Mall and Spotsylvania

Mall Company dba Spotsylvania Towne Centre to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 185, filed on November 7, 2019]

K. Limited Objection of KIR Pasadena L.P. and KIR Amarillo L.P. to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 186, filed on November 7, 2019]

L. Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 210, filed on November 11, 2019]

Related Documents:

M. Declaration of Elise S. Frejka, CIPP/US, in Support of the Debtors' Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 107, filed on October 25, 2019]

N. Debtors' Reply in Support of Motion for Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadlines and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 220, filed on November 12, 2019]

Status: The informal comment from the Office of the United States Trustee has been resolved. This matter will go forward.

15. Motion of Comcast Cable Communications Management, LLC for Authority (A) to File Under Seal Portions of its Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief, and (B) to File Under Seal Portions of the Declaration in Support of the Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders [D.I. 215, filed on November 11, 2019]

Response Deadline: At the Hearing.

Responses Received: None to date.

Related Documents:

- A. [SEALED] Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 209 and 216, filed on November 11, 2019]
- B. [SEALED] Declaration of Daniel Carr in Support of Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 214, filed on November 11, 2019]

Status: This matter will go forward.

- 16. Motion for Expedited Consideration of Motion of Comcast Cable Communications Management, LLC for Authority (A) to File Under Seal Portions of its Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief, and (B) to File Under Seal Portions of the Declaration in Support of the Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders [D.I. 217, filed on November 11, 2019]

Response Deadline: At the Hearing.

Responses Received: None to date.

Related Documents:

- A. Motion of Comcast Cable Communications Management, LLC for Authority (A) to File Under Seal Portions of its Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-

Insiders Thereunder, and (IV) Granting Related Relief, and (B) to File Under Seal Portions of the Declaration in Support of the Limited Objection of Comcast Cable Communications Management, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders [D.I. 215, filed on November 11, 2019]


- B. [SEALED] Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 209 and 216, filed on November 11, 2019]
- C. [SEALED] Declaration of Daniel Carr in Support of Limited Objection of Comcast Cable Communications Management, LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consultant Agreement, (II) Approving the Procedures for Store Closing Sales, and (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [D.I. 214, filed on November 11, 2019]

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Status: This matter will go forward.

Dated: November 12, 2019  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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